

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN

UNITED STATES OF AMERICA)
and THE STATE OF WISCONSIN,)
)
Plaintiffs,)
)
v.)
)
APPLETON PAPERS INC. and)
NCR CORPORATION,)
)
Defendants.)
_____)

Civil Action No. 01-C-0816

The Honorable Lynn Adelman

**UNITED STATES' UNOPPOSED MOTION FOR ENTRY OF AN AGREED ORDER
RESERVING THE COURT'S AUTHORITY TO CONSIDER AND APPROVE A
CONSENT DECREE MODIFICATION AND EXTENSION**

The United States hereby moves that the Court enter the accompanying "Agreed Order Reserving the Court's Authority to Consider and Approve a Consent Decree Modification and Extension." The Plaintiffs and the Defendants all support entry of the Agreed Order, and the Court should enter the Agreed Order without delay for the reasons set forth below.

1. On December 10, 2001, the Court approved and entered a Consent Decree in this case that specified the terms of a four year interim settlement between the parties. The four year "Effective Period" of that Consent Decree is due to expire on December 9, 2005, although the parties have certain continuing rights and obligations under that original Decree.

2. The parties have been attempting to negotiate an agreed Consent Decree modification and extension. The parties have made substantial progress in those negotiations, although they do not believe that a written Decree modification will be fully negotiated and signed before the end of the original Decree's Effective Period.

3. In Paragraphs 47 and 54 of the original Consent Decree in this case, the Court expressly retained jurisdiction over this matter for the purpose of interpreting, supervising, enforcing, and modifying the terms of the Decree.

4. The proposed Agreed Order provides that the Court will retain authority to consider and approve an agreed modification and extension of the original Decree until February 1, 2006, notwithstanding the end of the original Decree's Effective Period on December 9, 2005.

For the foregoing reasons, the United States moves that the Court enter the accompanying "Agreed Order Reserving the Court's Authority to Approve a Consent Decree Modification and Extension."

Respectfully submitted,

FOR THE UNITED STATES OF AMERICA

SUE ELLEN WOOLDRIDGE
Assistant Attorney General
Environment and Natural Resources Division

Dated: December 7, 2005

s/ Randall M. Stone
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CERTIFICATE OF SERVICE

Pursuant to Paragraph 47 of the Consent Decree in this case, I hereby certify that copies of the foregoing Unopposed Motion (and the accompanying proposed Agreed Order) were served on this date by first-class mail, postage prepaid, upon the following individuals:

Paul Karch
Vice President, Law & Public Affairs
Appleton Papers Inc.
P.O. Box 359
Appleton, WI 54912-0359

Jonathan Hoak
Senior Vice-President and General Counsel
NCR Corporation
1700 S. Patterson Blvd.
Dayton OH 45479

J. Andrew Schlickman
John M. Heyde
Sidley Austin Brown & Wood
One South Dearborn Street
Chicago, IL 60603

Dated: December 7, 2005

s/ Randall M. Stone

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**AGREED ORDER RESERVING THE COURT'S AUTHORITY TO CONSIDER AND
APPROVE A CONSENT DECREE MODIFICATION AND EXTENSION**

The United States has filed an Unopposed Motion for entry of an Agreed Order reserving the Court's authority to consider and approve a Consent Decree modification and extension until February 1, 2006. The Motion represents that the Plaintiffs and the Defendants have all agreed to entry of such an Order.

The Motion indicates that the parties have been attempting to negotiate an agreed Consent Decree modification and extension, and seeks entry of an Order to afford additional time for concluding those negotiations. In the original Consent Decree, the Court expressly retained jurisdiction over this matter for the purpose of interpreting, supervising, enforcing, and modifying the terms of the Decree, so the Court has jurisdiction to enter this Order.

In light of the United States' Unopposed Motion, and good cause appearing, **IT IS ORDERED** that the Court hereby reserves authority to consider and approve any agreed Consent Decree modification and extension until February 1, 2006.

SO ORDERED.

Dated at Milwaukee, Wisconsin, this _____ day of December, 2005.

LYNN ADELMAN
District Judge